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Counsel for Bank of America, N.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Joint Administration Requested)
	:	
	:	

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Skadden, Arps, Slate, Meagher & Flom LLP

hereby appears in the above-captioned cases (the "Chapter 11 Cases") as counsel for Bank of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

America, N.A. ("BOA") in its roles as (a) the administrative agent and co-collateral agent in connection with the above-captioned debtors' (the "Debtors") pre-petition facilities consisting of (i) an asset-based revolving credit facility, (ii) two term loan facilities, and (iii) a "first-in, last-out" facility and (b) the administrative agent and co-collateral agent in connection with the Debtors' proposed post-petition secured superpriority priming debtor-in-possession asset-based facility, pursuant to section 1109(b) of the United States Bankruptcy Code, 11 U.S.C §§ 101-1532 (the "Bankruptcy Code"), and Rules 2002, 3017(a), 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and respectfully requests that all notices given or required to be given in this case, and all papers served or required to be served in the Chapter 11 Cases, be given to and served upon the following:

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PLEASE TAKE FURTHER NOTICE that the foregoing request includes, without limitation, a request for service of all orders and notices of any application (including those required by Bankruptcy Rule 2002), motion, petition, pleading, request, chapter 11 plan, disclosure statement, complaint, or demand, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, telegraph, telex, or otherwise filed or made with regard to the Chapter 11 Cases and any and all adversary proceedings therein.

PLEASE TAKE FURTHER NOTICE that neither this notice nor any subsequent appearance, pleading, claim, or suit shall constitute a waiver of BOA's rights (1) to have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) to have final orders in non-core matters entered only after *de novo* review by a higher court; (3) to trial by jury in any proceeding so triable herein or any case, controversy, or proceeding related to hereto; (4) to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal; or (5) any other rights, claims, actions, defenses, setoffs, or recoupments to which BOA is or may be entitled under agreements, in law or equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are hereby expressly reserved.

PLEASE TAKE FURTHER NOTICE that BOA does not consent to the entry of final orders or judgments by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

DATED: October 15, 2018
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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